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L A W S
OF
THE STATE OF IOWA
IN RELATION TO
Corporations for Railroad Purposes,
AND
ARTICLES OF INCORPORATION
OF THE
MISSISSIPPI AND MISSOURI
Railroad Company.



Davenport:
PRINTED BY SANDERS & DAVIS, GAZETTE BUILDINGS.
1853.



FROM
THE CODE OF IOWA.
TITLE X.
OF CORPORATIONS.

673. Any number of persons may associate themselves, and become incorporated for the transaction of any lawful business, including the establishment of ferries, the construction of canals, railways, bridges, or other works of internal improvement; but such incorporation confers no power or privilege not possessed by natural persons, except as hereinafter provided.

674. Among the powers of such body corporate, are the following:

FIRST—To have perpetual succession:

SECOND—To sue and be sued by its corporate name:

THIRD—To have a common seal which it may alter at pleasure:

FOURTH—To render the interests of the stockholders transferable:

FIFTH—To exempt the private property of its members from liability for corporate debts, except as herein otherwise declared:

SIXTH—To make contracts, acquire and transfer property, possessing the same powers, in such respects, as private individuals now enjoy:

SEVENTH—To establish by-laws, and make all rules and regulations deemed expedient for the management of their affairs, in accordance with law, and not incompatible with an honest purpose.

675. Previous to commencing any business except that of their own organization, they must adopt articles of incorporation, which must be recorded in the office of the Recorder of deeds of the county where the principal place of business is to be, in a book kept therefor.

676. Corporations for the construction of any work of internal improvement, must, in addition, also file a copy of such articles in the office of the Secretary of State, and have the same recorded by him in a book kept for such purposes. Such articles of incorporation must fix the highest amount of indebtedness or liability to which the incorporation is at any one time to be subject, which must in no case, except that of the risks of insurance companies, exceed two-thirds of its capital stock.

677. A notice must also be published for four weeks in succession, in some newspaper as convenient as practicable to the principal place of business.

678. Such notice must contain—

FIRST—The name of the corporation, and its principal place of transacting business :

SECOND—The general nature of the business to be transacted :

THIRD—The amount of capital and stock authorized, and the times and conditions on which it is to be paid in :

FOURTH—The time of commencement and termination of the corporation :

FIFTH—By what officers or persons the affairs of the company are to be conducted, and the times at which they will be elected :

SIXTH—The highest amount of indebtedness or liability to which the corporation is at any time to subject itself :

SEVENTH—Whether private property is to be exempt from the corporate debts.

679. The corporation may commence business as soon as the articles are filed in the office of the Recorder of deeds, and their

doings shall be valid if the publication in a newspaper is made, and the copy filed in the office of Secretary of State, when such filing is necessary, within three months from such filing in the Recorder's office.

680. No change in any of the above matters shall be valid unless recorded and published as the original articles are required to be.

681. Corporations for the construction of any work of internal improvement, may be formed to endure for fifty years. Those formed for other purposes, cannot exceed twenty years in duration; but in either case, they may be renewed from time to time, for periods not greater respectively than was at first permissible; provided, that three-fourths of the votes cast at any regular election for that purpose be in favor of such renewal; and provided, also, that those wishing a renewal will purchase the stock of those opposed to the renewal at its fair current value.

682. The corporation cannot be dissolved prior to the period fixed upon in the articles of incorporation, except by unanimous consent, unless a different rule has been adopted in their articles.

683. The same period of newspaper publication must precede any premature dissolution of a corporation as is required at its creation.

684. A copy of the by-laws of the corporation, with the names of all its officers appended thereto, must be posted in the principal place of business, and be subject to public inspection.

685. A statement of the amount of the capital stock subscribed, the amount of capital stock actually paid in, and the amount of indebtedness of the company in a general way, must also be kept posted up in like manner, which statement must be corrected as often as any material change takes place in relation to any part of the subject matter of such statement.

686. Intentional fraud in failing to comply substantially with the articles of incorporation, or in deceiving the public or individuals in relation to their means, or their liabilities, shall subject those guilty thereof to fine or imprisonment, or both, at the discretion of

the court. Any person who has sustained injury from such fraud may also recover damages therefor against those participating in such fraud.

687. The diversion of the funds of the corporation to other objects than those mentioned in their articles, and in the notices published as aforesaid, (provided any person be thereby injured,) and the payment of dividends which leave insufficient funds to meet the liabilities of the corporation, shall be deemed such frauds as will subject those therein concerned to the penalties of the preceding section, and such dividends of their equivalent in the hands of individual stockholders shall be subject to such liabilities.

688. Dividends by insurance companies, made in good faith before their knowledge of the happening of actual losses, are not intended to be prevented or punished by the provisions of the preceding section.

689. A failure to comply substantially with the foregoing requisitions in relation to organization and publicity, renders the individual property of all the stockholders liable for the corporate debts.

690. Either such failure, or the practice of fraud in the manner hereinbefore mentioned, shall cause a forfeiture of all the privileges hereby conferred, and the courts may proceed to wind up the business of the corporation by an information in the manner prescribed by law.

691. The intention of keeping false books and accounts by any corporation, whereby any one is injured, is a misdemeanor on the part of those concerned therein, and any person shall be presumed to be concerned therein, whose duty it was to see that the books and accounts were correctly kept.

692. The transfer of shares is not valid except as between the parties thereto, until it is regularly entered on the books of the company, so far as to show the names of the persons by and to whom transferred, the numbers, or other designations of the shares, and the date of the transfer; but such transfer shall not in any way exempt the person or persons making such transfer from any liability or liabilities of said corporation which were created prior to such

transfer. The books of the company must be so kept as to show intelligibly the original stockholders, their respective interests, the amount which has been paid in on their shares, and all transfers thereof; and such books, or a correct copy thereof, so far as the items mentioned in this section are concerned, shall be subject to the inspection of any person desiring the same.

693. Any corporation organized, or attempted to be organized, in accordance with the provisions of this chapter, shall cease to exist by the non-use of its franchises for two years, at any one time; but such body shall not forfeit its franchises by reason of its omission to elect officers, or to hold meetings at any time prescribed by the by-laws, provided such act be done within two years of the time appointed therefor.

694. Corporations whose charters expire by their own limitation, or by the voluntary act of the stockholders, may nevertheless continue for the purpose of winding up their concerns, but for no other purpose.

695. Nothing herein contained exempts the stockholders of any corporation from individual liability to the amount of the unpaid instalments on the stock owned by them, or transferred by them for the purpose of defrauding creditors; and an execution against the company may, to that extent, be levied upon such private property of any individual.

696. In none of the cases contemplated in this chapter, can the private property of the stockholders be levied upon for the payment of corporate debts while corporate property can be found with which to satisfy the same; but it shall be sufficient proof that no property can be found if an execution has issued on a judgment against the corporation, and a demand thereon made of some one of the last acting officers of the body for property on which to levy, and if he neglects to point out any such property.

697. The defendant, in any stage of a cause, may point out corporate property subject to levy, and upon his satisfying the court of the existence of such property, by affidavit or otherwise, the cause may be continued, or execution against the defendant stayed,

until the property can be levied upon and sold, and the court may subsequently render judgment and order execution for any balance which there may be after disposing of the corporate property, according to the stage of the cause; but if a demand of property has been made, as contemplated in the preceding section, the cost of such proceedings shall, in any event, be paid by the company or by the defendant.

698. When the private property of a stockholder is taken for a corporate debt, he may maintain an action against the corporation for indemnity, and against any of the other stockholders for contribution.

699. For the purpose of repairs, rebuilding, or enlarging, or to meet contingencies, or for the purpose of a sinking-fund, the corporation may establish a fund which they may loan, and in relation to which they may take the proper securities.

700. When the franchise of a corporation has been levied upon under an execution, and sold, the incorporators shall not have power to dissolve the corporation so as to destroy the franchise, and if they neglect to keep up an organization sufficient to enable the business to proceed, the purchaser thereupon becomes vested with all the powers of the corporation requisite therefor; and when it becomes impracticable for an individual so to conduct them, and in cases where doubts and difficulties not herein provided for arise, the purchaser may apply by petition to the district court, which is hereby vested with authority to make any orders requisite for carrying into effect the intent of this chapter, in this respect.

701. In any proceedings by or against a corporation, or against a stockholder to charge his private property, or the dividends received by him, the court is vested with power to compel the officers to produce the books of the corporation on the motion of either party, upon a proper cause being shown for that purpose.

702. A single individual may entitle himself to all the advantages of this chapter, provided he complies substantially with all its requirements, omitting those which, from the nature of the case, are inapplicable.

703. Persons acting as a corporation under the provisions of this chapter, will be presumed to be legally incorporated until the contrary is shown; and no such franchise shall be declared actually null or forfeited except in a regular proceeding brought for that purpose.

704. No body of men acting as a corporation under the provisions of this chapter, shall be permitted to set up the want of a legal organization as a defence to an action against them as a corporation, nor shall any person sued on a contract made with such a corporation, or sued for an injury to its property, or a wrong done to its interests, be permitted to set up a want of such legal organization as his defence.

705. Corporations regularly organized under the general law heretofore in force, by adapting their articles of association to the provisions of this chapter, and by making the required publication of the change, as well as of their intention to act under the foregoing provisions, will be entitled to all the advantages, and subject to all the liabilities above provided for; but the change in their articles of association must be made in accordance with those articles, or by the unanimous consent of the stockholders.

706. Mutual insurance companies organized under the provisions of this chapter, may render their premium notes as a lien upon the whole or any part of the real estate upon which the property insured is situate, whether such real estate is, or is not exempt from other liabilities as a homestead, but such lien will not attach until the premium note, stating the property on which it is a lien, is filed for record, and treated in the same manner as though it were a mortgage from the maker thereof to the company, except that it need not be acknowledged.

707. Nothing herein contained is intended to affect the interests of companies already organized, farther than is above expressed.

A N A C T

Granting to Railroad Companies the Right of Way.

SECTION 1. Be it enacted by the General Assembly of the State of Iowa, That any railroad corporation in this State heretofore organized, or that may be hereafter organized under the laws of this State, may take and hold under the provisions contained in this act, so much real estate as may be necessary for the location, construction, and convenient use of their road. Such corporation may also take, remove, and use for the construction and repair of said road, and its appurtenances, any earth, gravel, stone, timber, or other materials on or from the land so taken, Provided, that the land so taken, otherwise than by the consent of the owners, shall not exceed one hundred feet in width, except for wood and water stations, unless where greater width is necessary for excavations, embankments, or depositing waste earth.

SEC. 2. Such railroad corporation may purchase and use real estate for a price to be agreed upon by the owners thereof, or the damages to be paid by such corporation for any real estate taken as aforesaid, when not agreed upon, shall be ascertained and determined by commissioners, to be appointed by the sheriff of the county where such real estate is situated, in conformity with the provisions of this act.

SEC. 3. Whenever any railroad corporation shall take any real estate as aforesaid of any minor, insane person, or married woman whose husband is under guardianship, the guardian of such minor, or insane person, or married woman with guardian of husband, may agree and settle with said corporation for all damages, or claims by reason of the taking of such real estate, and may give valid releases and discharges therefor.

Sec. 4. If the owner of any real estate over which said railroad corporation may desire to locate their road shall refuse to grant the right of way through his or her premises, the sheriff of the county in which said real estate may be situated, shall, upon the application of either party, appoint six disinterested freeholders of said county, not interested in a like question, unless a similar number is agreed upon by the parties, whose duty it shall be to inspect said real estate, and assess the damages which said owner will sustain by the appropriation of the land for the use of said railroad corporation, and make report in writing to the sheriff of said county, who shall file and preserve the same, and if said corporation shall at any time before they enter upon said real estate for the purpose of constructing said road, pay to said sheriff for the use of the said owner, the sum so assessed and returned to him as aforesaid, they shall be thereby authorized to construct and maintain their railroad over and across said premises, Provided that either party may have the right of appeal from such assessment of damages to the district court of the county where such lands are situated, within thirty days after such assignment is made; but such appeal shall not delay the prosecution of the work upon said railroad, if said corporation shall first pay or deposit with the sheriff the amount so assessed by said freeholders, and in no case shall said corporation be liable for the costs on appeal, unless the owner of said real estate shall be adjudged and entitled, upon the appeal, to a greater amount of damages than was awarded by said freeholders. The company shall in all cases, pay the costs of the first assessment.

Sec. 5. The freeholders so appointed shall be commissioners to assess all damages to the owners of real estate in said county, and said corporation may at any time after their appointment, upon the refusal of any owner, or guardian of any owner of lands in said county to grant the right of way as aforesaid, by giving the said owner or guardian five days' notice thereof in writing, either by personal service, or by leaving a copy thereof at his or her dwelling with some member of the family over fourteen years of age,

have the damages assessed in the manner hereinbefore prescribed.

SEC. 6. In case of the death, absence, neglect, or refusal of any of said freeholders to act as commissioners as aforesaid, the sheriff shall summon other freeholders to complete the pannel, and said commissioners shall proceed as directed in the preceding section. Said commissioners shall receive two dollars per day each for their services.

SEC. 7. If, upon the location of said railroad, it shall be found to run through the land of any non-resident owner, the said corporation may give four weeks' notice to such proprietor, if known, and if not known, by a description of such real estate, by publication in some newspaper published in the county where such lands may lie, (if there be any, and if not, in one nearest thereto,) that said railroad has been located through his, or her lands; and if such owner shall not, within thirty days thereafter, apply to said sheriff to have the damages assessed in the mode prescribed in the preceding section, said company may proceed as herein set forth, to have the damages assessed, subject to the same right to appeal, as in the cases of resident owners, and upon the payment of the damages assessed to the sheriff for such owner, the corporation shall acquire all rights and privileges mentioned in the fifth section of this act.

SEC. 8. Any railroad corporation may raise or lower any turnpike, plank-road, or other way, for the purpose of having their railroad pass over, or under the same; and in such cases, said corporation shall put such turnpike, plank-road, or other way, as the case may be, in as good repair and condition as before such alteration.

SEC. 9. If the proprietors of such plank road, or turnpike, or the trustees or city council, having jurisdiction of such ways respectively, require further alterations or amendments of such turnpike, road, or way, and give notice thereof in writing to the agent, or secretary of such railroad corporation, and if the parties cannot agree respecting the same, either of the parties may apply to the county judge, who, after reasonable notice to the adverse party, shall make determination respecting such proposed alterations or amendments, and shall award costs in favor of the prevailing party.

SEC. 10. If such railroad corporation shall unnecessarily neglect to make such alterations and amendments thus determined upon by the county judge, the said turnpike corporation, or city, or township, shall be entitled to their damages for such neglects.

SEC. 11. Every railroad corporation, whilst employed in raising or lowering any turnpike or other way, or in making any other alteration by means of which the same may be obstructed, shall provide and keep in good order suitable temporary ways to enable travellers to avoid or pass such obstructions.

SEC. 12. Any railroad corporation may construct, and carry their railroad across, over, or under railroad, canal, stream, or water-course, when it may be necessary in the construction of the same, and in such cases, said corporation shall so construct their road-crossings as not unnecessarily to impede the travel, transportation, or navigation upon the railroad, canal, or stream so crossed. Said corporation shall be liable for the damages occasioned to any corporation or party injured by reason of said crossing.

SEC. 13. Every railroad corporation shall maintain and keep in good repair all bridges with their abutments which such corporation shall construct for the purpose of enabling their road to pass over, or under any turnpike, road, canal, water-course, or other way.

SEC. 14. Every railroad corporation shall be liable for all damages sustained by any person in consequence of any neglect of the provisions of this act, or of any other neglect of any of their agents, or by any mismanagement of their engineers, by the person sustaining such damages.

SEC. 15. Any railroad shall be authorized to pass over, occupy, and enjoy, without payment of damages to any of the school, university, and saline, or other lands of this State, provided, that no more of such lands shall be taken than is required for the necessary use and convenience of such corporation.

SEC. 16. When any person owns land on both sides of any railroad, the corporation owning such railroad shall, when required so to do, make and keep in good repair one causeway, or adequate means of crossing the same.

SEC. 17. Any company organizing under this act, shall, as soon as convenient after its organization, establish a principal office at some point on the line of its road, and change the same at pleasure, giving public notice in some newspaper of such establishment or change, and all process against said company shall be served on the president or secretary, or by leaving a copy at the principal office of the corporation.

SEC. 18. Every company organized under this act, shall be required to erect at all points, (when their road shall cross any public road at a sufficient elevation from such public road to admit of the free passage of vehicles of every kind,) a sign with large and distinct letters placed thereon, to give notice of the proximity of the railroad, and warn persons of the necessity of looking out for the cars; and every company neglecting, or in anywise refusing to erect such sign, shall be liable in damages for all injuries occurring to persons, or property from such neglect or refusal.

SEC. 19. This act to take effect from and after its publication in the Iowa Capital Reporter, and Iowa Republican, published in Iowa City.

JAMES GRANT,

Speaker of the H. of Rep's.

W. E. LEFFINGWELL,

President of the Senate.

SECRETARY'S OFFICE, }
Iowa City, Jan. 18, 1853. }

I certify the foregoing to be a true copy from the original rolls on file in this office.

GEO. W. McCLEARY,
Secretary of State.

ARTICLES

Of Incorporation of the Mississippi and Missouri Railroad Company.

BE IT KNOWN, that we, John B. Jervis, of New York; Joseph E. Sheffield, and Henry Farnam, of New Haven, Connecticut; John M. Wilson, and Norman B. Judd, of Chicago, Illinois; Ebenezer Cook, James Grant, John P. Cook, and Hiram Price, of Davenport, Iowa; whose names are hereto subscribed, have associated ourselves together for the purpose of building, maintaining, and operating a railroad with single or double track, from the eastern line of the State of Iowa, at, or near Davenport, in the county of Scott, to the west line of said State, at, or near Council Bluffs, in the county of Pottawattomie: Constructing the said road upon and across all roads and highways upon the line of said road, and building and maintaining all bridges that may be necessary to form a continuous line of railroad between the termini of said railroad, under, and by virtue of the forty-third chapter of the Code of Iowa, entitled, "Corporations for Pecuniary Benefit," approved February 5th, 1851; and have adopted the following

ARTICLES OF ASSOCIATION:

ARTICLE I.

THE name of the association shall be the MISSISSIPPI AND MISSOURI RAILROAD COMPANY; and said company assumes to itself, as a corporation, all the powers specified in the aforesaid chapter forty-third of the Code of Iowa, and the power of acquiring by grant, purchase, or condemnation, and holding and using in any manner not prohibited by law, all such real and personal estate as may be required, necessary, or convenient, in order to carry out fully the objects and business of this association, as set forth in these articles; and such further unenumerated powers as are compatible with the objects of this corporation, and as to its directory may seem necessary or convenient in the due prosecution of its business; and the principal place of transacting the business of said corporation, shall be at Davenport, in the State of Iowa.

ARTICLE II.

The general nature of the business of this corporation shall be, the construction and use of a railroad, with double or single track, with the

bridges necessary for a continuous line of railroad from the eastern line of the State of Iowa, at, or near Davenport, in the county of Scott, on the most eligible route to the west line of said State, at, or near Council Bluffs, in the county of Pottawattomie, and the transportation of persons and property upon such road for hire.

ARTICLE III.

The capital stock of this corporation shall be six millions of dollars; and divided into shares of one hundred dollars each. The road shall be divided into four divisions: the first division extending from the east line of the State of Iowa, a distance not exceeding one hundred, nor less than sixty miles: the second division extending from said first division westward, a distance not exceeding one hundred, nor less than sixty miles: the third division extending from the second division westward, a distance not exceeding one hundred, or less than sixty miles: the fourth division extending westward to the west line of the State of Iowa: the length of each division, and the amount of capital stock to be appropriated to the same, to be fixed by the board of directors.

ARTICLE IV.

Joseph E. Sheffield, and Henry Farnam, of New Haven, Connecticut; William Walcott, of Utica, New York; and Ebenezer Cook, and James Grant, of Davenport, Iowa; are hereby appointed commissioners to cause these articles to be recorded in the Recorder's office, of Scott county, and in the Secretary of State's office, and to give the notices required by law, and to procure subscriptions to the capital stock of the first division of said road. As soon as five hundred thousand dollars shall have been subscribed to the capital stock, an election of officers shall be holden, at such time and place as said commissioners shall appoint, giving reasonable notice of such election. Subsequent subscriptions for stock shall be procured in such manner as the board of directors may prescribe. Five per cent. shall be paid upon all subscriptions at the time of making the same, and the balance upon calls, as provided in these articles. A majority of the commissioners named herein shall constitute a quorum for the transaction of business.

ARTICLE V.

It shall be competent for the directors, with the assent of two-thirds in interest of the stockholders of this company, to sell, transfer, and dispose of, to any other person or company, the estate, rights, and franchises of which it may be possessed, if, in the opinion of said directors, such sale or transfer would facilitate the construction, or promote the interest of said road: *Provided*, That no such sale or transfer shall be voted until all the debts of said company shall be paid, or otherwise discharged. Said board of directors are authorized and empowered to connect its road with the road of any other

company or corporation in the State of Illinois, or in the territory west of the State of Iowa; or to become owner, part owner, or lessee, of any such railroad or franchises; and to make all such contracts and agreements as may be thought necessary for the separate or joint ownership, or joint or separate use and occupation of the road of such corporations. The board of Directors shall have power to negotiate with the State of Iowa, and enter into such contract in relation to the location of said road, and in relation to any lands which may be appropriated by the Congress of the United States for the construction of railroads in this State, as they may deem for the interest of this company.

ARTICLE VI.

The officers of this company shall consist of a Board of Directors, a President, Secretary, Treasurer, and such other subordinate officers or agents as may be from time to time provided for by the by-laws thereof. The Directors shall be elected annually by the stockholders, (no person being eligible to said directory who is not a stockholder,) and shall hold their office for one year, and until their successors are elected and qualified. The present number of Directors shall be seven, but may be increased to any number not exceeding fifteen, if deemed expedient. The President shall be chosen annually by the Directors, from their own number; shall hold office for one year, and until his successor is elected and qualified. The meetings for the election of Directors, after the first Board shall have been elected, shall be held annually on the first Monday of June, at such place in the State of Iowa as the Directors shall designate; and the holders of stock in this corporation, by subscription, or by transfer upon the books of the corporation, and none other, shall be entitled to one vote for each share of stock so held at the time of holding any election, and votes may be cast by any stockholder, in person or by proxy. After the organization of this corporation, persons may become members by subscribing for stock, or receiving the same by transfer upon the books of the corporation, and not otherwise.

ARTICLE VII.

The stock of this company shall be paid in instalments, not exceeding twenty per cent. on the whole amount, and at intervals of at least three months, as shall be ordered by the Board of Directors. Notice of such order for the payment of instalments shall be published in a newspaper published at Davenport, in the county of Scott, for four weeks successively; the last publication to be at least thirty days before the day of payment of such instalment. If any holder of stock in this corporation shall fail to pay any instalment within twenty days after such instalment shall become due, by the terms herein prescribed, the Board of Directors may declare such stock,

and all moneys paid thereon, forfeited to the corporation, or may proceed to collect the amount due on such stock.

ARTICLE VIII.

The Directors are empowered and directed to make and enforce all such laws and rules not in conflict with the laws of the State, or with these articles, as they may deem expedient for the government and management of the general and particular affairs of said company.

ARTICLE IX.

The property of the stockholders of this company which is not included in the capital stock held by them, shall not be holden for the corporate debts beyond the amount which may be due from such stockholders respectively, upon unpaid instalments of said stock.

ARTICLE X.

The highest amount of indebtedness to which this corporation may at any one time be liable, shall be four millions of dollars, to be created by the said Board of Directors at such time, and in such sums as the Board of Directors may think proper; to secure which, said Board of Directors may issue the bonds of said company, and secure the same by a mortgage or pledge of the property, rights, and franchises of said company.

ARTICLE XI.

The corporation herein and hereby created, shall commence on the first day of January, in the year of our Lord one thousand eight hundred and fifty-three, and continue for fifty years thereafter.

IN TESTIMONY WHEREOF, We have hereunto set our hands and seals, this twenty-second day of December, in the year of our Lord one thousand eight hundred and fifty-two.

JOHN B. JERVIS, [L. S.]
 JOS. E. SHEFFIELD, [L. S.]
 JOHN M. WILSON, [L. S.]
 HENRY FARNAM, [L. S.]
 N. B. JUDD, [L. S.]
 EBENEZER COOK, [L. S.]
 JAS. GRANT, [L. S.]
 H. PRICE, [L. S.]
 JOHN P. COOK. [L. S.]

State of Illinois, }
 COOK COUNTY, } SS.

I, O. R. W. LULL, Commissioner for the State of Iowa, residing at Chicago, in the State of Illinois, do hereby certify that, on this twenty-second day of December, A. D., 1852, at Chicago, in said State of Illinois, before me personally appeared John B. Jervis, Joseph E. Sheffield, John M. Wilson, Henry Farnam, Norman B. Judd, and Ebenezer Cook, who are severally known to me to be the identical persons whose names are affixed to the foregoing instrument of writing, and that said persons severally acknowledged the said instrument in writing to be his voluntary act and deed. .

WITNESS, my hand and official seal at Chicago, in said State of Illinois, the day and year above written.

[L. S.]

O. R. W. LULL,
Commissioner for Iowa.

The State of Iowa, }
 SCOTT COUNTY, } SS.

I, John F. Dillon, a Notary Public, duly commissioned and qualified, residing at Davenport, in said county, do hereby certify that on this twenty-fourth day of January, A. D. 1853, at said Davenport, personally appeared before me, James Grant, Hiram Price, and John P. Cook, who are each personally known to be the identical persons whose names are affixed to the foregoing instrument of writing, and that said persons severally acknowledged the said instrument in writing to be his voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand, and seal official, the date above written.

[L. S.]

JOHN F. DILLON, *Notary Public.*

Filed for Record January 26th 1853, at 8 o'clock, A. M., and recorded in Book "A" "Records of Incorporations," Page 1.

H. PRICE,
Recorder, Scott County, Iowa.

State of Iowa, ss.

I, George W. McCleary, Secretary of State of the State of Iowa, do hereby certify that a copy of the Articles of Association of the "Mississippi and Missouri River Railroad Company," duly certified according to law, was filed in my office on the first day of February, A. D. 1853, and recorded according to law.

WITNESS, my hand and the *Great Seal* of the State of Iowa, hereto affixed, at Iowa City, this 5th day of February,

{ *Seal of the State* }
{ *of Iowa.* }

A. D. 1853.

GEO. W. McCLEARY,
Secretary of State.

PUBLIC NOTICE

IS HEREBY GIVEN, That John B. Jervis, Joseph E. Sheffield, Henry Farnam, John M. Wilson, Norman B. Judd, Ebenezer Cook, James Grant, John P. Cook, and Hiram Price, have incorporated themselves in accordance with the provisions of the "Code of Iowa," under the title and by the name of "The Mississippi and Missouri Railroad Company," and that the principal place of transacting the business of said Company, is at Davenport, Iowa.

The general nature of the business to be transacted by said Company is to build, maintain, and operate a railroad from the eastern line of the State of Iowa, to the western line of said State, at, or near Council Bluffs, in the county of Pottawattomie, and to build, erect, and maintain all bridges that may be necessary to form a continuous line of railroad between the termini of said railroad, and the transportation of persons and property upon such road for hire.

The capital stock of said company is six millions of dollars, divided into shares of one hundred dollars each; five per cent. is required to be paid at the time of subscription, and the remainder to be paid in instalments not ex-

ceeding twenty per cent. upon the whole amount, and at intervals of at least three months, as shall be ordered by the Board of Directors.

This corporation commences on the first day of January, 1853, and is to continue for fifty years. The affairs of the company are to be conducted by a Board of Directors, President, Secretary, Treasurer, and such subordinate officers and agents as may be from time to time provided for by the by-laws of the company. The Directors are to be elected by the stockholders, as soon as five hundred thousand dollars is subscribed to the capital stock. Subsequent elections of Directors are to be on the first Monday in June, in each year thereafter. The President, Secretary, and Treasurer, and other subordinate officers, are to be elected or appointed by the Board of Directors at their regular meetings.

The highest amount of indebtedness or liability to which this corporation is at any time to subject itself, is four millions of dollars.

The property of the stockholders of this corporation which is not included in the capital stock held by them, is not holden for the corporate debts beyond the amount which may be due from such stockholders respectively, upon unpaid instalments of said stock.

Davenport, February 1, 1853.

Meeting of the Stockholders.

At a meeting of the stockholders of THE MISSISSIPPI AND MISSOURI RAILROAD COMPANY, held at the office of Cook & Sargent, in the city of Davenport, on the ninth day of June, A. D. 1853, in pursuance of previous notice—

W. B. OGDEN was called to the Chair, and JOHN P. COOK was appointed Secretary.

James Grant, Esq., presented and moved the adoption of the following amendments to the Articles of Incorporation of the said Mississippi and Missouri Railroad Company, to wit:

ARTICLE XII.

The Board of Directors of this Company shall have power to construct, maintain, and use branches from the main line of said

road, southwestwardly by way of Muscatine, to the southern or western boundary of Iowa, or both, and northwesterly by way of Cedar Rapids, and in that direction up the Cedar River Valley to the north line of the State of Iowa; but it shall never be competent, by amendment or otherwise, for this company to build, or aid in building, or operate, or assist in operating, any branch in a westerly or southwesterly direction from Cedar Rapids.

ARTICLE XIII.

In the construction of said branches, the said company shall have all the powers, and be liable to all the restrictions which are applicable to the main line of said road, in the original Articles of Incorporation, or any amendments thereto.

ARTICLE XIV.

The first division of the main trunk of said road shall extend to, or near Iowa City, in the county of Johnson, and the termination of said railroad, instead of being at, or near Council Bluffs, in the county of Pottawattomie, shall be, at such point as the Board of Directors may select on the west line of the State, on the Missouri River.

ARTICLE XV.

Instalments of stock, instead of being made payable in amounts not exceeding twenty per cent., at intervals of at least three months, may be made payable at a rate not exceeding five per cent. a month, and notice thereof may be given in other papers, in addition to those in Davenport.

All of which amendments were unanimously adopted by the following vote of stockholders present, or represented by proxy, to wit:—

STOCKHOLDERS.	SHARES.
J. B. Jervis, by W. Walcott, proxy,	100
W. B. Ogden, in person,	100
Azariah C. Flagg, by Henry Farnam,	10
John A. Dix, by Henry Farnam,	10
Joseph E. Sheffield, " "	1170
William Walcott, in person,	1160

STOCKHOLDERS.	SHARES
Henry Farnam, in person,	1175
Thomas C. Durant, by Henry Farnam, proxy,	1175
Ebenezer Cook, by John P. Cook,	100
Antoine Le Claire, in person,	250
Cook & Sargent "	100
George L. Davenport, by Jas. Grant, proxy,	10
A. C. Fulton, " " "	10
James Grant, in person,	30
Dr. J. Langer, by James Grant proxy,	5
N. Fejeroary, in person,	50
H. R. Claussen, by John P. Cook, proxy,	5
W. H. Hildreth, " " "	10
John F. Dillon, " " "	2
John C. Davie, " " "	1
Henry A. Defrance " " "	1
M. C. Davis & Sons, " " "	2
J. C. Bonner, " " "	2
Hiram Price, " " "	10
Cotes & Davies, " " "	10
William Burris, " " "	4
James Thorington, " " "	2
Henry H. Smith. " " "	5
James McManus, " " "	5
John Richard Jackson, " " "	1
J. M. Witherwax, " " "	5
Wm. S. Collins, " " "	1
R. Christie, " " "	2
Israel Hall, " " "	2
Homer S. Finley, " " "	3
Wm. L. Cook, " " "	2
Burrows & Prettyman, " " "	10
Austin Corbin, " " "	2
H. A. Porter, " " "	1
Wm. Todd, " " "	2

STOCKHOLDERS.

SHARES.

P. M. Housel,	by John P. Cook, proxy,	1
Knapp & Redmon,	" " "	3
John Jordan,	" " "	2
Abner Davidson,	" " "	1
W. Barrows,	" " "	5
H. Leonard,	" " "	1
Joseph Kingerlee,	" " "	3
G. C. R. Mitchell, in person,		10
James McIntosh,	"	5
Jonathan Parker,	by John P. Cook, proxy,	12
James Renwick,	" " "	1
H. Wilhelmi,	" " "	1
James C. Burnside,	" " "	1
C. S. Whisler,	" " "	5
Samuel Perin,	" " "	2
Thomas K. Fluke,	" " "	2
E. Steinhelber,	" " "	3
C. Hanneman,	" " "	3

On motion of Henry Farnam, it was resolved that two Directors be added to the present Board of Directors, making the number nine instead of seven.

On motion of William Walcott, it was further resolved, that this meeting new proceed to the election of two additional Directors to the present Board of Directors of this Company. Whereupon, it was, on motion of Henry Farnam, unanimously resolved and voted, that Wm. G. Woodward, and Thomas M. Isett, be, and are hereby elected Directors of this Company.

On motion of William Walcott, this meeting was adjourned for one hour, then to reassemble at this place, for the transaction of further business.

The meeting of the stockholders (which was adjourned for one hour) was now called to order by Mr. Ogden: whereupon, the Chairman informed the meeting that W. G. Woodward, Esq. had resigned his appointment as a Director in this Company, and there-

upon the stockholders proceeded to elect a Director to serve in the place of W. G. Woodward resigned; and,

On motion of John P. Cook, George Green, of Cedar Rapids, was unanimously elected a Director to serve in place of W. G. Woodward; and thereupon, the meeting of the stockholders adjourned.

Attest, JOHN P. COOK,
Secretary.

W. B. OGDEN,
President.

The State of Iowa, }
COUNTY OF SCOTT, } ss

I, John F. Dillon, a Notary Public, duly commissioned and qualified, residing at Davenport, in said county, do hereby certify that on the tenth day of June, A. D. 1853, at the city of Davenport, personally appeared before me, W. B. Ogden, and John P. Cook, who are each personally known to me to be the identical persons whose names are affixed to the foregoing instrument of writing, and who severally acknowledged that the foregoing signatures were genuine, and that the foregoing instrument contains a true and correct record of the acts and doings of the meeting of the stockholders therein referred to.

Attesting which, I have hereunto set my hand and seal official, the day and year above named.

[Seal.]

JOHN F. DILLON,
Notary Public, Scott County, Iowa.

I, John P. Cook, Secretary of the meeting of the stockholders hereinbefore mentioned, do hereby certify that the foregoing proceedings, and the amendments to the Articles of Incorporation, were duly recorded in the office of Recorder of deeds for Scott county, Iowa, and also in the office of the Secretary of State, for the State of Iowa, according to the requirements of the laws of Iowa.

JOHN P. COOK, *Sec'y, &c.*

PUBLIC NOTICE

Is HEREBY GIVEN, That on the ninth day of June, A. D. 1853, the Stockholders of the Mississippi and Missouri Railroad Company, met and amended the Articles of Incorporation of said Company, as in substance follows:

In addition to the powers heretofore given said corporation, the amendments provide that the Directors shall have power—

FIRST—To construct, maintain, and use branches from the main line of said road southwestwardly, via Muscatine, to the southern or western boundary of Iowa, or both, and northwestwardly via Cedar Rapids, and in that direction up the Cedar River Valley, to the north line of the State:

SECOND—In constructing said branches, the Company shall have all the powers, and be liable to all the restrictions, which are applicable to the main line of said road, in the original Articles of Incorporation:

THIRD—The first division of the main trunk, shall extend to, or near Iowa City, and the termination of said road, instead of being at, or near Council Bluffs, in the county of Pottawattomie, shall be at such point as the Board of Directors may select, on the west line of the State:

FOURTH—Instalments of stock may be made payable at a rate not exceeding five per cent. a month, and notice thereof may be given in other papers in addition to those in Davenport.

Davenport, Iowa, July 1, 1853.

Officers

OF THE MISSISSIPPI AND MISSOURI RAILROAD COMPANY.

JOHN A. DIX, of New York,	<i>President;</i>
WILLIAM B. OGDEN, of Chicago,	<i>Vice President.</i>

Board of Directors.

WILLIAM WALCOTT,	of	Utica, N. Y.;
JOSEPH E. SHEFFIELD,	“	New Haven, Ct.;
HENRY FARNAM,	“	Chicago, Ill.,
THOMAS P. DURANT,	“	New York;
EBENEZER COOK,	“	Davenport;
GEORGE GREEN,	“	Cedar Rapids;
THOMAS M. ISETT,	“	Muscatine.

AZARIAH C. FLAGG, of New York,	<i>Treasurer;</i>
HENRY FARNAM, of Chicago, Ill.,	<i>Chief Engineer;</i>
JOHN B. JERVIS, of New York,	<i>Consulting Eng.;</i>
JOHN E. HENRY, of Chicago, Ill.,	<i>Secretary;</i>
N. B. JUDD, of Chicago, Ill.,	<i>Solicitor.</i>

BRIDGE CHARTER.

AN ACT *To Incorporate a Bridge Company therein Named.*
 BE IT ENACTED, By the People of the State of Illinois, represented
 in the General Assembly:

SECTION 1. That Joel A. Matteson, Joseph E. Sheffield, Norman B. Judd, and Henry Farnam, their associates, successors, heirs, and assigns, be, and are hereby created a body corporate, by the name and style of "THE RAILROAD BRIDGE COMPANY," with power to build, maintain, and use a railroad bridge over the Mississippi river, or that portion within the jurisdiction of the State of Illinois, at, or near Rock Island, in such manner as shall not materially obstruct or interfere with the free navigation of said river, and to connect by railroad, or otherwise, such bridge with any railroad, either in the State of Illinois or Iowa, terminating at, or near said point; to unite and consolidate its franchises and property with any or all bridge or railroad companies in either of said States; to fix the amount of capital stock; to divide, transfer, and increase the same; to borrow money, and pledge and mortgage its property and franchises; to condemn, according to law, property for the uses and purposes of said company; to contract, bargain, and agree with any such railroad companies, for aid in the construction and maintenance of said bridge; to sell or lease said bridge, or use of the same, or the franchises of said company, to any companies or corporations: *Provided*, Said company shall commence said bridge within two years, and shall complete the same within six years from and after the passage of this act.

SEC. 2. This act to take effect, and be in force, from and after its passage.

Approved, January 17, 1853.

J. A. MATTESON.



